

**Minutes of the OASIS Governing Board, held by Teleconference
on Monday, 15 April 2002**

Attendees:

Directors

Position

Colin Evans	Director and Board Chair
Norbert Mikula	Director and Board Vice-Chair
Patrick Gannon	Director and interim President/CEO
Jim Hughes	Director and Secretary/Treasurer
Christopher Kurt	Director
Una Kearns	Director
Simon Nicholson	Director
Michael Weiner	Director

Others Present

Karl Best OASIS Director of Technical Operations

- 1. Opening and Agenda Approval.** Colin Evans called the meeting to order at 8:00 am and the announced agenda was approved.
- 2. Previous Minutes.** The board voted to approve the minutes of the 20 March 2002 Board meeting with minor corrections.
- 3. Technical Architecture Board/Committee Update.** Una gave an update of the process to elect TAB members. It was decided to send out an electronic notification for nominees, hold elections and then make the board's appointments to the TAB. A package of materials was sent to the board and comments are solicited. For Technical Architecture positions, the TAC will review job descriptions first, followed by the board; these positions will report to Karl; and the TAC (Una, Michael, Chris) will meet next week to prepare papers for an eventual board approval vote (by email if needed) of the Technical Architect position.
- 4. Standards Registry.** The xml.org web page has a pointer to the Standards Registry activity, and it was noted that it had the appearance of a Technical Committee (charter, mail lists, members, voting, etc.). One board member noted that his European group considered this a new standards activity sponsored by OASIS. The board asked about the IPR policy for and ownership of materials developed in the activity, and Karl noted that no one owns the results of the work. He is spending about 1-1/2 hours of time each month on the activity, and it follows from discussions at the 2001 Interoperability Summit. A motion was made to form a

subcommittee to discuss strategy for this area and report back to the board with a recommendation, and the motion failed. The final position was for Karl and staff to discuss status of the contributions and ultimate goals, and report to the Executive Committee, which will make a decision on whether to bring forward board resolutions on this activity.

- 5. Main Office Relocation.** Patrick presented a current summary of the options for a new office, noting that the new office is about 2 miles south of the current office, we will reuse the current furniture and the net additional costs will be about \$5.2K in lease costs and \$2K in moving. The board took the following action:

Resolved: With reference to OASIS Bylaws Article 1, Section 2, the OASIS Board of Directors designates that the corporate offices shall be moved to 630 Boston Road, Billerica, MA on or about June 1, 2002.

- 6. Financial Report.** Patrick presented the March financial report, noting that YTD actual net income is ahead (\$27K, or 73%) of the budget, though revenue (bookings) are below budget (\$495K, or 21%).
- 7. Annual Report.** Although the Bylaws ask that an annual report to be provided to the membership by the end of April, the audit will not be complete until mid-May. On recommendation from the Treasurer, it was decided to defer preparing and releasing the report until the audited results are available. The board also decided against posting the report on the public web site.
- 8. Liaison Report.** Patrick presented a written liaison report, noting that W3C will not exchange memberships with OASIS, though there is discussion of waiving the \$5K membership fee for us.
- 9. Portals Status.** Due to insufficient preparation, discussion of Action Items 020320-01 (XML.org financial review) and 020320-02 (revised XML.org charter) were deferred until the next meeting.
- 10. Joint Coordinating Committee.** Norbert announced that he would be resigning his seat on the JCC, and the board voted to designate Karl as the third voting delegate from OASIS to the JCC. A Joint Technical Liaison (formerly called the Joint Architecture Team) will be staffed with 2 representatives from OASIS, and Karl will be arranging for these appointments.
- 11. Member Section Report.** Patrick reported on LegalXML's transition to OASIS, and there are no outstanding issues.

[Norbert left the meeting at this point, at 10 a.m.]

- 12. Trademark Policy.** By previous request from the board, Patrick summarized the status regarding the use of trademarks in TC/Member Section work. The LegalXML name has never been registered as a formal trademark, though the domain name has been registered. Therefore, there is no particular problem if the LegalXML Member Section uses the LegalXML name in the TC names and documents. It was further decided that it would be appropriate to have a proposed amendment to the TC Policy to clearly show that TCs will not use proprietary trademarks in their specifications or the names of TCs, and review this proposal in the May meeting.
- 13. Next Meetings.** The next meetings are:
- Telephone meeting, 11-1 pm PDT, Thursday, May 16.
 - In-person board meeting on Thursday, 6 June, at Intel, Santa Clara.
 - Telephone meeting, 11-1 pm PDT, Thursday, July 18.
 - In-person board meeting on Wednesday-Thursday, 31 July-1 August, at the OASIS headquarters (or nearby)

[Patrick and Karl were excused so the board could enter Executive Session.]

- 14. CEO Search.** In executive session, without the President, the board discussed the status of the CEO Search. It was agreed to send an offer letter to Patrick.

[Colin left the meeting and Jim became Chair.]

- 15. Chair, Vice-Chair.** Since there is only one more Face-to-Face meeting before the new board is seated, it was decided that having both the Vice-Chair and Chair come from the same company (due to Norbert's transfer to Intel) was not a significant problem and no changes would be made.
- 16. Closing.** The meeting closed at 11:05 am.



—
Jim Hughes
Secretary